

# Pacific Northwest Optimist District



## District Policies

## ARTICLE I

### DISTRICT PURPOSES

#### **SECTION 1.01**      DISTRICT TERRITORY AND REGION STRUCTURE

The territory of Optimist International, wherever possible or practicable, shall be divided into Districts as determined from time to time by the Board of Directors of Optimist International. Existing Districts being considered for merging shall be advised not less than one (1) year prior to the final decision of the Board to effect a merger. Districts will be advised of the specifics that support the potential merger and will be given the year to mitigate or eliminate the adverse situation(s). Districts shall be designated by name by the International Board of Directors. To enhance the administration of Optimist International, the Districts of Optimist International shall be grouped together to form Regions. The Regions shall consist of a contiguous group of Districts. The International Board of Directors shall establish, by policy, the number of Regions and their makeup. All Clubs located within the territorial boundaries of a District shall be Members of the District, except as requested by the Club or Clubs involved, and in concurrence with the District or Districts involved and the International Board of Directors.

#### **SECTION 1.02**      DISTRICT BOUNDARIES

The Pacific Northwest Optimist District shall be identified as District #32 and includes the states of Alaska, Washington, Oregon, Idaho, and Utah, as well as the province of British Columbia and the territory of Yukon. The Pacific Northwest Optimist District resides within the West Coast Region #7 of Optimist International.

#### **SECTION 1.03**      DISTRICT PURPOSE

The sole purpose of the District shall be to function as an administrative division of Optimist International in furtherance of the purposes of Optimist International, the Optimist International Bylaws, and Optimist International Policies as established by the International Board of Directors. The District shall provide service and support to Clubs for the purpose of enhancing growth, participation, administration, and youth service.

#### **SECTION 1.04**      NEW CLUB BUILDING POLICIES

The District will promote the building of New Clubs in accordance with the Optimist International Bylaws, Optimist International Policies, and Optimist International Guidelines developed by the International Board of Directors.

## ARTICLE II

### DISTRICT POLICIES

#### **SECTION 2.01**      DISTRICT POLICIES

The District shall adopt a set of operating policies authorized by the International Board of Directors, which will cover the items necessary to administer the District. These policies shall be adopted annually by the District Board of Directors at the Annual District Convention or a specially called District Convention. These policies shall be reviewed annually by the District Executive Committee and revised as necessary. All revisions in policies shall be approved by the full District Board of Directors. Policies may be reviewed and revised by the District Board of Directors or District Executive Committee at other times as necessary. The District Secretary and/or Treasurer shall provide Optimist International and each

Member of the District Board of Directors with a copy of these Policies at the beginning of each administrative year, as well as following any revisions.

**SECTION 2.02**      GOALS TO ACCOMPLISH PURPOSES

The goals of the District to accomplish the above purposes are:

- Providing Opportunities for Personal Growth;
- Providing Leadership Training;
- Promoting New Club Building;
- Promoting Club Growth; and
- Providing Service to Youth

## **ARTICLE III**

### DISTRICT BOARD OF DIRECTORS

**SECTION 3.01**      DISTRICT ADMINISTRATION

The business of the District shall be administered by the District Board of Directors. The Board of Directors of each District shall consist of the Officers of the District, the Immediate Past Governor, and the Club President of each Club in the District. Should the Club President of a Member Club be unable to attend, a Delegate from that Club would be allowed to speak and act as the Club President, in the conduct of the business coming before the District Board of Directors. The JOI Governor shall serve as a non-voting Member on the District Board of Directors.

**SECTION 3.02**      DISTRICT OFFICERS

The Officers of the Pacific Northwest Optimist District shall be a Governor, Governor-Elect, Governor-in-Training, District Secretary and/or Treasurer, Lieutenant Governors, and Assistant Governors.

**SECTION 3.03**      DISTRICT EXECUTIVE COMMITTEE

The District may delegate, subject to the limitations imposed by the Optimist International Bylaws, the powers of the District Board of Directors to the District Executive Committee. The District Executive Committee shall consist of the District Officers and the Immediate Past Governor. The JOI Governor, the Chairman of the Past Governors Association, the Chairman of the Past Lieutenant Governors Association, and the Members of the Advisory Council shall serve as ex-officio non-voting Members on the District Executive Committee during their one (1) year terms. The District Executive Committee is authorized to make purchases and pay expenses, travel allowances, reimbursements, and obligations as provided by and within the limitations of the budget, make plans and establish policy, procedure, and guidelines furthering the objectives of the District, and exercise general control over plans, budget, and program of the Annual District Convention. Meetings of the District Executive Committee may be called by a majority of its Members or at the call of the Governor.

**SECTION 3.04**      ELECTIONS AND TERMS OF OFFICE

(A) **Qualifications.** No one shall be eligible for election or hold a District office unless they are duly enrolled on the International roster as a Member of a Club in good standing in Optimist International; and for the office of Governor, Governor-Elect, or Governor-in-Training, they should have served all of a term of Club President.

(B) **Governor.** The Governor-Elect shall automatically become Governor on October 1<sup>st</sup> of the year following the year in which they became Governor-Elect. Following the Annual District Convention, the Governor-Elect shall be known as the Governor-Designate.

(C) **Governor-Elect.** The Governor-in-Training shall automatically become Governor-Elect following the election of the Governor-in-Training. The Governor-Elect shall not serve in any other elective office in the same year they are Governor-Elect.

(D) **Governor-in-Training.** The Governor-in-Training shall be elected at the Annual or a Special duly called District Convention by a majority vote of the votes cast of the Accredited Delegates present and voting at the time of the election. The Governor-in-Training shall not serve in any other elective office in the same year they are Governor-Elect.

(E) **District Secretary and/or Treasurer.** The District Secretary and/or Treasurer shall be appointed for a term of one (1) year by the Governor-Elect. The appointment of the District Secretary and/or Treasurer designate shall be confirmed at the Spring District Board of Directors meeting by the District's Board of Directors and shall take office October 1<sup>st</sup> next following confirmation. A District Secretary-Treasurer, District Secretary, District Treasurer, or any combination thereof, shall not serve more than three (3) consecutive years.

(F) **Lieutenant Governor.** The Lieutenant Governors shall be elected for a term of one (1) year at the Spring District Board of Directors meeting by the District's Board of Directors and shall take office October 1<sup>st</sup> next following election.

(G) **Assistant Governor.** The Assistant Governors shall be appointed for a term of one (1) year by the Governor-Elect. The appointment of Assistant Governors shall be confirmed at the Spring District Board of Directors meeting by the District's Board of Directors and shall take office October 1<sup>st</sup> next following confirmation.

### **SECTION 3.05** DUTIES OF THE DISTRICT OFFICERS

(A) **Governor.** Under the general supervision of the International Board of Directors, it shall be the duty of the Governor to further the mission and purposes of Optimist International and promote the interest and coordinate the work of Member Clubs within the District. The Governor shall function as the Chief Executive Officer of the District, preside at all meetings of the District Board of Directors, the District Executive Committee, and the Annual District Convention of the District. The Governor shall be an ex-officio Member of all District Committees, and exercise general supervision over affairs of the District subject only to the District Board of Directors, the Delegates to the Annual District Convention, and the Board of Directors of Optimist International. The Governor shall at all times act on behalf of Optimist International in all relations with Member Clubs within the District. The Governor shall also attend the Annual Convention of Optimist International and any special meetings or conferences conducted by Optimist International for Governors.

(B) **Governor-Elect.** The Governor-Elect will be responsible for promotion and planning of training at the Annual District Convention for Club Officer-Elects, with the assistance of the Leadership Development Committee, utilizing the Optimist International Faculty Guide. The Governor-Elect will also be responsible for the planning of the District Executive Committee Leadership Retreat.

(B) **Governor-in-Training.** The Governor-in-Training will be responsible for supporting the Governor-Elect in the promotion and planning of training at the Annual District Convention for Club Officer-Elects, with the assistance of the Leadership Development Committee, utilizing the Optimist International Faculty Guide. The Governor-in-Training will also be responsible for helping the Governor-Elect in the planning of the District Executive Committee Leadership Retreat.

(C) **District Secretary.** It shall be the duty of the District Secretary to: (i) attend all meetings of the District Board of Directors, the District Executive Committee, and the Annual District Convention, and to act as Secretary thereof; (ii) keep true and correct minutes of such meetings and transmit a copy to the International Office and to others so designated by the District Board of Directors, within 30 days after the close of any such meeting; (iii) shall issue and cause to be delivered to each Member Club in the District an official call for the Annual District Convention at least 30 days prior to the date thereof, in which notice of the time and place of the holding of said Annual District Convention shall be set forth; (iv) shall issue and cause to be delivered to each Member Club in the District, at least 20 days prior to the date of a Special District Convention with a written notice of the time and place of the holding of said Special District Convention with a general statement of the proposed business to be transacted; (v) issue and deliver notice of all meetings of the Members of the District Board of Directors at least 30 days prior to said meetings; and (vi) perform such other duties as prescribed in these Policies. The District Secretary shall, at the end of their term of office, deliver all District records to the incoming District Secretary not later than September 30<sup>th</sup>.

(C) **District Treasurer.** It shall be the duty of the District Treasurer to: (i) attend all meetings of the District Board of Directors, the District Executive Committee, and the Annual District Convention, and to act as Treasurer thereof; (ii) receive and deposit all moneys due to the District; (iii) disburse moneys within the limitations of the District budget or by specific instructions of the District Board of Directors, the District Executive Committee, or the Accredited Delegates at the Annual District Convention; (iv) keep books of account open at all times to the District and International Board of Directors, with such books to be subject to annual review as of September 30<sup>th</sup> of each year; and (v) perform such other duties as prescribed in these Policies. The District Treasurer shall, at the end of their term of office, deliver all District records to the incoming District Treasurer not later than September 30<sup>th</sup>.

(D) **Lieutenant Governor.** Each Lieutenant Governor shall function as a representative of Optimist International and the Governor in their assigned Zone, and generally conduct their office in a manner contributory to the attainment of all objectives of the District and Optimist International within each Zone. Each Lieutenant Governor should make at least three (3) visitations to each Club in their Zone during the administrative year. The Lieutenant Governor must make every attempt to visit each newly affiliated Club in their Zone within 90 days following its official organization. The Lieutenant Governor shall make the prescribed report of each visitation within 30 days. Each Lieutenant Governor should schedule and conduct meetings in the Zone as often as needed and necessary – they should not conflict with any District meeting. Notice shall be given to the Zone Club Presidents and Club Secretaries at least 14 days prior to such meeting. The Lieutenant Governor shall make the prescribed report of each meeting within 30 days after the adjournment of each such meeting.

(E) **Assistant Governor.** It shall be the duties of the Assistant Governor to: (i) cooperate with and act as a representative for the Governor-Designate in preparation for the year, (ii) act as liaison between a certain number of Lieutenant-Governors and/or Committee Chairs and the Governor, and (iii)

attend all District Board of Directors meetings and District Executive Committee meetings, as well as the Annual District Convention.

**SECTION 3.07**      VACANCY OF DISTRICT OFFICE

For good cause or upon death, resignation, or incapacitation of any elected or appointed District Officers or any Officer-designate of the District, or in the event of the failure of any District Officer to carry out the duties of the office, or otherwise, the incumbent District Executive Committee may declare said office vacant and shall select a successor to fill the remainder of the term. Should the Immediate Past Governor be unable to serve as a Member of the District Executive Committee and District Board of Directors, the next Immediate Past Governor shall automatically become a Member of the District Executive Committee and District Board of Directors in their place and stead. The foregoing shall apply to any individual who has been elected or appointed to office, but for any reason does not assume or carry out the duties of the office.

**SECTION 3.08**      DISTRICT BOARD OF DIRECTORS INSTALLATION

The District Board of Directors, as described in the Optimist International Bylaws, shall be duly installed by the official representative of Optimist International, or designee, at the first opportunity after October 1<sup>st</sup> each year.

**SECTION 3.09**      ESTABLISHMENT OF ZONES

The number and boundaries of Zones, for any administrative year, shall be determined by the District Executive Committee prior to the Spring District Board of Directors meeting to accommodate selection of Lieutenant Governors to serve during the next administrative year. All proposals for a realignment of Zone boundaries shall be submitted to the Governor not less than 30 days prior to said meeting. Newly affiliated Clubs may automatically be assigned to Zones in which they are geographically located and services to the newly affiliated Club shall be the responsibility of the Lieutenant Governor of such Zone.

**SECTION 3.10**      ESTABLISHMENT OF REGIONAL AREAS

The number and boundaries of Regional areas, for any administrative year, shall be determined by the District Executive Committee. Regional areas shall be made up of Clubs from one (1) or more Zones for the purpose of administering District programs and Regional meetings.

## **ARTICLE IV**

### **DISTRICT MEETINGS**

**SECTION 4.01**      DISTRICT BOARD OF DIRECTORS MEETINGS AND NOTICE

The Governor may call a meeting of the District Board of Directors each quarter, or at such time and place as the Governor may determine with the advice and consent of the District Executive Committee. Notices of all meetings of the District Board of Directors shall be issued and caused to be delivered to all Members of the District Board of Directors by the District Secretary at least 30 days prior to said meetings. A quorum of any District Board of Directors meeting shall be a minimum of half of the voting Members of the District Board of Directors. There shall be, at a minimum, a Fall District Board of Directors meeting held during the 1<sup>st</sup> Quarter of the year and a Spring District Board of Directors meeting held during the 3<sup>rd</sup> Quarter of the year.

**SECTION 4.02**      DISTRICT EXECUTIVE COMMITTEE MEETINGS AND NOTICE

Meetings of the District Executive Committee may be called by a majority of its Members or at the call of the Governor. Notices of all meetings of the District Executive Committee shall be issued and caused to be delivered to all Members of the District Executive Committee by the District Secretary at least five (5) days prior to said meetings. A quorum of any District Executive Committee meeting shall be a minimum of half of the voting Members of the District Executive Committee. There shall be, at a minimum, a District Executive Committee meeting at least 14 days before and one (1) day before each the Fall and Spring District Board of Directors meetings and prior to the first business session of the Annual District Convention.

**SECTION 4.03**      MINUTES OF MEETINGS

It shall be the responsibility of the District Secretary to keep accurate minutes of all meetings of the District Executive Committee, the District Board of Directors, and the Annual District Convention, and to provide a copy of such minutes to Members of the District Board of Directors, Optimist International, and such others as the District Board of Directors may indicate, not later than 30 days after adjournment of each such meeting or District Convention.

**SECTION 4.04**      ZONES MEETINGS

Each Lieutenant Governor shall be responsible for the conduct of meetings in the Zone as needed to assist the Clubs and Club Officers in the Zone. Notice of such meetings should be sent to the Club President and Club Secretary of each Club in the Zone at least 14 days prior to the meeting in order to encourage attendance. The Lieutenant Governor shall be responsible for preparation and distribution of each Zone meeting program and completion and filing of a report on each meeting not later than 30 days after adjournment of each such meeting. To avoid conflicts with District meetings, the dates for all Zone meetings shall be established with the knowledge and approval of the Governor.

**SECTION 4.05**      REGIONAL MEETINGS

Each Lieutenant Governor shall be responsible for the conduct of meetings in the Regional area as needed to assist the Clubs and Club Officers in the Regional area, and to help facilitate the administration of District programs. The dates for all Regional meetings shall be established by the District Executive Committee, and notice will be sent to the Club President and Club Secretary of each Club in the Regional area at least 30 days prior to the meeting by the District Secretary in order to encourage attendance.

**SECTION 4.06**      DISTRICT CONFERENCES

The Governor shall plan and conduct District Conferences in conjunction with the Fall and Spring District Board of Directors meetings. District Conferences shall be conducted to provide trainings and workshops for Clubs, Club Officers, Club Committee Chairs, and Club Members, as well as to inform the attendees about, and to promote and encourage, the purposes, programs, and policies of Optimist International to benefit Optimist Club Members, communities, and nations.

**SECTION 4.07**      DISTRICT EXECUTIVE COMMITTEE LEADERSHIP RETREAT

The Governor-Elect shall plan and conduct a District Executive Committee Leadership Retreat with the assistance of the Governor-in-Training, to be held after the Spring District Board of Directors meeting and prior to the Optimist International Convention. The District Executive Committee Leadership Retreat shall be conducted to provide trainings and workshops for the Lieutenant Governor-Elects and Assistant

Governor-Elects to prepare them for their positions of office and for the planning of the upcoming administrative year.

**SECTION 4.08**      ADJOURNMENT

A majority of the voting Members present in a District meeting, whether or not a quorum is present, may adjourn any meeting to another time and/or place. Notice of the adjournment to another time and/or place shall be given a reasonable time prior to the time of the continuation of the adjourned meeting to the Members who were not present at the time of the adjournment.

**SECTION 4.09**      VOTING

The act of the majority of the voting Members of the District Board of Directors and District Executive Committee present at a meeting at which a quorum is present shall be the act of the District Board of Directors and District Executive Committee respectively, unless otherwise specified in these Policies or required by law. Each position of office of the District Board of Directors and District Executive Committee shall be entitled to one (1) vote, if they are a voting Member.

**SECTION 4.010**      PROXY VOTING

District Officers and the Immediate Past Governor on the District Executive Committee may not give their position of office vote by proxy. Should the Club President of a Member Club be unable to attend, they may select a Delegate from that Club to speak and act as the Club President by proxy, in the conduct of the business coming before the District Board of Directors. The Procedures for the Club President of a Member Club to select a Delegate from the Club to act as a proxy shall be established by the District Executive Committee.

**SECTION 4.11**      QUORUM

Unless otherwise required by law or provided elsewhere in these District Policies, the presence of a minimum of half of the voting Members of the District Board of Directors or District Executive Committee immediately before a meeting begins shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the District Board of Directors and District Executive Committee. The act of a majority of voting Members present at a meeting at which a quorum is present shall be valid as the act of the District Board of Directors and District Executive Committee except in those specific instances in which a larger vote may be required by law or by these District Policies. One-third (1/3) of the Member Clubs in the District in good standing represented shall constitute a quorum at any Annual or Special District Convention.

**SECTION 4.12**      MEETINGS BY CONFERENCE CALL

Members of the District Board of Directors or District Executive Committee may participate in any meeting of the District Board of Directors, District Executive Committee, or any Committee thereof through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear or understand one another. Participation in a meeting in this manner shall constitute presence in person at such meeting. If a registration cost is required for the attendance of such meetings, participation through use of conference telephone or similar communications equipment shall require the payment of said registration cost.



## **ARTICLE V**

### DISTRICT COMMITTEES

#### **SECTION 5.01**      APPOINTMENTS

The Governor-Designate shall appoint the Chairmen and the required number of Members of all District Committees and shall announce such appointments not later than October 1<sup>st</sup> of the year assuming the office of Governor.

#### **SECTION 5.02**      DISTRICT PROCEDURES AND GUIDELINES

The District Executive Committee shall maintain and update the District Procedures and District Operating Guides annually. The District Procedures shall contain the purpose, responsibilities, key functions, and Charters for each Committee in the District. The District Operating Guides shall act as planning books and closing reports to give guidance and continuity for each District Committee from administration to administration.

#### **SECTION 5.03**      DISTRICT STANDING COMMITTEES

The District Standing Committees, which are advisory to the District Board of Directors and District Executive Committee, shall be as follows: Governance, Finance, Growth, Youth Programs, Marketing, and Meetings. District Standing Committees shall be chaired by Assistant Governors, who shall act as Directors of the District Standing Committees overseeing the District Support, Special, and Sub-Committees under them.

#### **SECTION 5.04**      DISTRICT SUPPORT COMMITTEES

Directors of the District Standing Committees may, from time to time, appoint District Support Committees to aid their District Standing Committee. The Chairmen of these District Support Committees shall be appointed for a period of one (1) year by the designated Director, who is Chair of the related District Standing Committee, subject to the approval of the Governor. District Support Committees shall be governed by District Committee Charters established in the District Procedures setting forth the District Support Committee's role and responsibilities. District Support Committees shall develop strategic goals, recommendations, and action steps as appropriate to be provided to the corresponding District Standing Committee. The Chairman of each District Support Committee shall present reports to the corresponding District Standing Committee.

#### **SECTION 5.05**      DISTRICT ADVISORY COUNCIL

There shall be a District Advisory Council to the Governor composed of Club Members of Optimist International and non-Members who, because of experience, have a particular expertise that would benefit the District and are elected to membership on the District Advisory Council by a two-thirds (2/3) vote of the Members of the District Executive Committee present at any meeting. The District Advisory Council shall be responsible to the Governor and the District Executive Committee, acting in an advisory capacity on matters of major concern. Members of the District Advisory Council shall serve as ex-officio non-voting Members of the District Executive Committee.

#### **SECTION 5.06**      DISTRICT SPECIAL AND SUB-COMMITTEES

Directors of District Standing Committees may, from time to time, appoint one (1) or more District Special and Sub-Committees, subject to the approval of the Governor, to maintain a continuing review of,

and to give the District Standing Committee advice concerning, a specific area within the District Standing Committee's general area of responsibility. In addition to the District Special and Sub-Committees established by the Directors of the District Standing Committees, the District Board of Directors may establish District Special and Sub-Committees by District Board of Directors action or resolution. District Special and Sub-Committees shall be governed by District Committee Charters established in the District Procedures setting forth the District Special and Sub-Committee's role and responsibilities. District Special and Sub-Committees shall develop strategic goals, recommendations, and action steps as appropriate to be provided to the corresponding District Standing Committee. The Chairman of each District Special and Sub-Committees shall present reports to the corresponding District Standing Committee.

## **ARTICLE VI**

### **DISTRICT CONVENTION**

#### **SECTION 6.01**      TIME, LOCATION, AND NOTICE OF THE ANNUAL DISTRICT CONVENTION

An Annual District Convention of the Clubs in the District shall be held between August 1<sup>st</sup> and September 30<sup>th</sup> on such dates and at such location as shall be determined by the District Board of Directors. The District Convention city shall be determined by a vote of the Accredited Delegates at the Annual District Convention for as many years in advance, not exceeding five (5) years, as may be deemed necessary. The District Executive Committee shall have power to substitute another city in the event circumstances later make such action necessary or advisable. The District Secretary shall issue and cause to be delivered to each Member Club in the District an official call for the Annual District Convention at least 30 days prior to the date thereof, in which notice of the time and place of the holding of said Annual District Convention shall be set forth.

#### **SECTION 6.02**      SPECIAL DISTRICT CONVENTION

In the event of an emergency, with the approval of the International Board of Directors and the District Board of Directors, a District may hold a Special District Convention at any time or place. The District Secretary shall issue and cause to be delivered to each Member Club in the District, at least 20 days prior to the date of said Special District Convention a written notice of the time and place of the holding of said Special District Convention, together with a general statement of the proposed business to be transacted. All normal business or actions of the District Board of Directors that would require the necessity of more than 20 days' notice shall be changed to 20 days' notice in the event of a Special District Convention.

#### **SECTION 6.03**      GENERAL VOTING PROVISIONS

The method and means of voting at District Conventions shall be established by the District Board of Directors in these Policies. District Convention Rules shall be adopted by a majority vote during the first business session of each District Convention; but may be suspended, rescinded, or amended after their adoption by a two-thirds (2/3) vote. If any rule shall be in conflict with Optimist International Bylaws or Policies, Optimist International Bylaws and Policies shall govern. One-third (1/3) of the Member Clubs in the District in good standing present shall constitute a quorum at any Annual or Special District Convention.

#### **SECTION 6.04**      GENERAL BUSINESS AT THE ANNUAL DISTRICT CONVENTION

The following business shall be conducted at every Annual District Convention: Election of the Governor-in-Training, approval of resolution to petition the Optimist International Board of Directors for

changes to the District dues amount, location selection of next Annual District Convention(s), adoption of these District Policies, and any other such business as may properly come before the Annual District Convention.

**SECTION 6.05**      BIDS FOR HOSTING THE ANNUAL DISTRICT CONVENTION

All Member Clubs in the District in good standing shall have an opportunity to bid on hosting Annual District Conventions in their respective locations. Such bids should be submitted to the Governor not later than 60 days prior to the Annual District Convention at which the selection(s) shall be made. In the event that no bids are made, the Governor-Elect and Governor-in-Training, in consultation with the District Executive Committee, shall select a location for their administrative years.

**SECTION 6.06**      ANNUAL DISTRICT CONVENTION BUDGET AND FINANCIAL REPORT

The Annual District Convention budget may be prepared and approved as a supplement to the District administration's annual consolidated budget and shall be based on statements of receipts and expenditures and audits of previous Annual District Conventions. A final budget shall be approved by the District Board of Directors at the Spring District Board of Directors meeting. The statement of District Convention receipts and disbursements shall be prepared by the District Convention Committee Chairman, Governor, District Treasurer, and District Finance Chairman and shall be included in the District's annual financial statement.

**SECTION 6.07**      REFUNDS

All requests for refunds of prepaid registrations must be made in writing in the name of the pre-registered individual. No refund requests will be honored unless the District Treasurer receives them at least 30 days prior to the official opening day of the Annual District Convention. No Annual District Convention attendee shall be eligible for partial refund of registration.

**SECTION 6.08**      ANNUAL DISTRICT CONVENTION DURATION AND SCHEDULE

(A) The duration of the Annual District Convention shall be at the discretion of the Governor in consultation with the District Convention Committee, the Governor-Elect, and the Governor-in-Training.

(B) The Governor shall prepare, in consultation with the District Convention Committee, the Governor-Elect, and the Governor-in-Training, the schedule of Annual District Convention events and meetings for submission to the District Board of Directors not less than 90 days prior to the Annual District Convention. The Governor, through consultation with the Governor-Elect and Governor-in-Training, shall prepare the agenda and/or curriculum for all Annual District Convention business sessions, leadership development events, forums, and meal service events. The Annual District Convention schedule and program shall be distributed to all District Officers, District Committee Chairmen, Club Presidents, and Club Secretaries not less than 30 days prior to the Annual District Convention.

(C) The Annual District Convention schedule shall include, at a minimum, the following events: (i) an Opening Session, which will be the first gathering of the Annual District Convention, to welcome all Members and guests and for the District Candidate Qualifications Committee to report the candidate(s) for Governor-in-Training; (ii) a business session(s) necessary to accomplish the business of the Annual District Convention; (iii) all leadership development trainings and workshops for Clubs, Club Officers, Club Committee Chairs, Club Members, and others deemed appropriate, as well as to inform the attendees about, and to promote and encourage, the purposes, programs, and policies of Optimist

International to benefit Optimist Club Members, communities, and nations; (iv) a meal service event to provide the official Optimist International Representative with an opportunity to address the assembled Delegates and guests; (v) a Board of Director's Meeting; (vi) an Old Timer's Breakfast, and; (vii) a Governor's Banquet for the recognition of District Officers and Members within the District.

(D) All hospitality rooms, or other accommodations serving a like purpose, shall be closed during Annual District Convention business sessions, meals, forums, conferences, training sessions, or other official functions.

**SECTION 6.09**      ELECTION OF GOVERNOR-IN-TRAINING

(A) **Candidates Campaigning.** Any person wishing to run for the office of Governor-in-Training may campaign throughout the year prior to the Annual District Convention. Literature or material soliciting support of or offering candidates for District office is permissible providing such is in good taste and is of a size small enough to be placed at tables or in the hands of Accredited Delegates. However, nothing may be fastened to walls or other locations of like nature. Activities regarding any candidacy for District office shall be conducted in a responsible manner consistent with the importance and dignity of the office. Candidates shall limit or cause to be limited all expenditures made by themselves and/or on their behalf to a maximum of \$1,000 in cost for promoting their candidacy.

(B) **Candidate Forum.** A designated time in the Annual District Convention schedule will be set aside to allow for a Candidate Forum. During this time, attendees will be given an opportunity to learn about and compare candidate positions and ask questions.

(C) **Nomination.** At the Opening Session of the Annual District Convention, the Chairman of the District Candidate Qualifications Committee shall open the floor for nominations for the position of Governor-in-Training for the Pacific Northwest Optimist District. Only Accredited Delegates may make a nomination, and it must be seconded by another Accredited Delegate. The District Secretary will then confirm that the candidate meets the qualifications for the office of Governor-in-Training as established by the Optimist International Bylaws and Policies, and these District Policies. The nominee must then accept the nomination.

(D) **Nominating Speeches.** A nominating speech not longer than five (5) minutes may be made on behalf of each candidate. A second nominating speech not longer than two (2) minutes may then be made on behalf of the candidate.

(E) **Candidate Speeches.** Candidate speeches will be made just before caucusing and balloting and shall not be longer than eight (8) minutes by each candidate.

**ARTICLE VII**

DISTRICT CONVENTION RULES

**SECTION 7.01**      ACCREDITED DELEGATES

(A) **Accreditation.** The Annual District Convention shall be composed of Accredited Delegates as set forth in the Optimist International Bylaws. To be accredited by the District Credentials Committee and eligible to vote on District Convention business, Accredited Delegates must: (i) be a Member of a Club in the District in good standing; (ii) have registered for the District Convention; (iii) paid the required registration fee, and; (iv) produced such credentials as may be required by the District Board

of Directors. The number of Accredited Delegates of a Club shall not exceed the voting strength of the Club.

(B) **Accredited Club Delegates.** Member Clubs in the District in good standing present shall be granted three (3) Delegates each. Clubs having more than 50 Members in good standing, shall be entitled to additional Delegates on the basis of one for each additional 25 Members or fraction thereof, as of 30 days preceding the District Convention, according to the records of the Optimist International office (e.g. 51-75 Members grants one (1) additional Delegate, 76-100 Members grants two (2) additional Delegates). Each Accredited Club Delegate is entitled to one (1) vote. A member holding membership in more than one (1) Club may become an Accredited Club Delegate for such Clubs provided they have completed registration and paid a registration fee as a Delegate from each Club for which they intend to vote. An individual cannot hold more than one (1) Delegate position per Club.

(C) **Accredited Delegates-At-Large.** Each position of office of the District Executive Committee shall be an Accredited Delegate-At-Large and entitled to one (1) vote, if they are a voting Member of the District Executive Committee.

## **SECTION 7.02**      ADOPTION OF DISTRICT CONVENTION RULES

District Convention Rules shall be adopted by a majority vote during the first business session of each District Convention; but may be suspended, rescinded, or amended after their adoption by a two-thirds (2/3) vote. If any rule shall be in conflict with Optimist International Bylaws or Policies, Optimist International Bylaws and Policies shall govern.

## **SECTION 7.03**      QUORUM

One-third (1/3) of the Member Clubs in the District in good standing present shall constitute a quorum at any Annual or Special District Convention.

## **SECTION 7.04**      VOTING

Votes shall be cast by written ballot. The presiding Officer shall appoint a District Tellers Committee composed of three (3) Members representing Member Clubs in the District in good standing not having a candidate for election. The District Tellers Committee shall tabulate any and all votes. At the conclusion of the balloting, the District Tellers Committee shall collect, count, and certify the tabulated results in writing to the presiding Officer. The presiding Officer shall then announce the pass or fail of the motion being voted upon, or in the case of the election for the Governor-in-Training, name of the winner only, and then, when it is certain that no recount will be requested or granted, shall entertain a motion to destroy the ballots.

## **SECTION 7.05**      VOTING BY CONFERENCE CALL

When an Accredited Delegate is present through use of conference telephone or similar communications equipment, an online balloting system approved by the District Executive Committee shall be used to cast votes.

## ARTICLE VIII

### DISTRICT FINANCES

#### SECTION 8.01 GENERAL PROVISIONS

The conduct and administration of District business shall be financed by District dues, payable by Clubs for each of their Members enrolled in the office of Optimist International, from District Convention and District function fees, and as hereinbefore provided from the general fund of Optimist International, including District Allotments. The amount of the Pacific Northwest Optimist District's dues, and dates on which such dues shall be payable, shall be established by the Board of Directors of Optimist International. Any District found in violation of policies related to merchandise will forfeit any District Allotment.

#### SECTION 8.02 NO ASSESSMENT

No financial obligation or assessment, of any kind, other than provided in the Optimist International Bylaws, shall be placed upon or requested of the Clubs or their Members by the Pacific Northwest Optimist District.

#### SECTION 8.03 DISTRICT DUES AMOUNT AND DATE

(A) **Regular Adult Members.** The Bylaws of Optimist International provide that each Member Club, except College Clubs, shall pay dues quarterly each year on October 1<sup>st</sup>, January 1<sup>st</sup>, April 1<sup>st</sup>, and July 1<sup>st</sup>, based on the final Club Membership roster from the previous day. Any Optimist Club that consists of a majority of College Members will be billed twice per year on October 1<sup>st</sup> and March 1<sup>st</sup>, or once per year on October 1<sup>st</sup>, based on the final Club Membership roster from the previous day. Annual dues for the Pacific Northwest Optimist District are \$20.00 annually per Regular Adult Member paid quarterly. College Clubs shall pay either annually or semi-annually. Canadian Optimist Clubs shall be applied the currency conversion rate published quarterly on the [www.optimist.org](http://www.optimist.org) website.

(B) **College Members.** Annual dues for College Members shall pay dues at one-fourth (1/4) the rate of Regular Adult Members, currently set to \$5.00 per College Member annually.

(C) **Junior Optimist International (JOI) Club Alumni.** Each Club shall pay zero District dues for any Junior Optimist International (JOI) Club Alumni Member for a period of one (1) year upon the individual becoming a new Member of an Optimist Club.

(D) **Newly Affiliated Clubs.** Annual dues paid by Members of a newly affiliated Club shall commence as provided in the Optimist International Policies established by the Optimist International Board of Directors.

(E) **Friend of Optimists (FOO) Members.** Each Club shall pay zero District dues for any Friend of Optimists (FOO) Member.

(F) **International Membership Incentives.** Each Club shall pay zero District dues for any Member enrolled in an Optimist International Board of Directors approved membership incentive program that promotes a specific price point as a financial incentive.

(G) **District Dues Increase.** The District, by resolution adopted by a two-thirds (2/3) majority of the votes cast by the Accredited Delegates at an Annual or Special District Convention, may petition the Board of Directors of Optimist International, in the form and manner prescribed by the Optimist International Board of Directors, for adjustment of the amount of annual dues.

(H) **Clubs Not in Good Standing.** Any Club more than 60 days in arrears for any indebtedness to the District or Optimist International shall not be considered in good standing and shall forfeit all rights and privileges of membership during the period that the indebtedness remains in arrears.

(I) **Allocations.** The District budget may make a per Member allocation of District dues for areas such as the Annual District Convention, District Board of Directors meetings, District Conferences, authorized District programs, and the Pacific Northwest Optimist District Junior Optimist International (JOI) Board of Directors.

#### **SECTION 8.04**      DISTRICT BUDGET

At its first meeting of the administrative year, the District Board of Directors shall review, amend, and approve the annual District budget submitted by the District Finance Committee, ensuring that it is completed in a manner conforming with the Standard District Chart of Accounts established by the Board of Directors of Optimist International. Such budget shall be submitted to the Board of Directors of Optimist International for final approval. The budget shall include income only from authorized sources for the current fiscal year, any accumulated surplus, and shall not authorize the expenditures of any money in excess of such income and surplus.

#### **SECTION 8.05**      CONTRACTS

(A) **Current Administrative Year.** Contracts and other obligating documents and instruments that encumber District funds must be signed by the Governor and District Secretary, except as noted in Section 8.05, Paragraph B.

(B) **Succeeding Administrative Years.** Contracts affecting meetings and conferences in the succeeding administrative years (the Governor-Elect's year or Governor-in-Training's year) or later, must be signed by the Governor-Elect or Governor-in-Training and either the Governor or District Secretary.

#### **SECTION 8.06**      AUDIT

(A) **Annual Review.** An annual review and audit of the books of account of the District as of September 30<sup>th</sup> of the preceding year shall be performed by an independent Certified Public Accountant, a Certified Managerial Accountant, a Certified General Accountant, a Chartered Accountant, or the District Audit Committee, and a report thereon shall be submitted to the District Board of Directors not later than December 31<sup>st</sup> of each year.

(B) **Audit Committee.** In lieu of the use of an independent Certified Public Accountant, a Certified Managerial Accountant, a Certified General Accountant, or a Chartered Accountant, the District Audit Committee shall conduct the annual review and audit of the books of account of the District for the previous administrative year. Members of the District Audit Committee shall not have been authorized to endorse, execute, and sign checks or orders for the payment of money of the District for the administrative year being reviewed, nor the administrative year the review occurs.

(C) **Form 990.** The District must file a Form 990 with the Internal Revenue Service not later than January 31<sup>st</sup>. A copy of the Form 990 must be forwarded to Optimist International by then as well.

#### **SECTION 8.07**      QUARTERLY FINANCIAL REVIEWS

The District Treasurer shall prepare quarterly statements of receipts and disbursements for presentation to the District Executive Committee and the District Board of Directors. The District Treasurer

shall prepare an itemized financial statement of all specific events occurring during the quarter so that the District Board of Directors may be properly informed as to the receipt and expenditure of funds.

**SECTION 8.08**      DEPOSITORIES AND SIGNATORIES

The District Board of Directors shall annually determine the official depositories for District funds. The District Executive Committee shall designate the District Officers authorized to endorse, execute, and sign checks or orders for the payment of money, and such shall be co-signed by two such Officers. The co-signers shall not be members of the same family, household, and/or business partners.

**SECTION 8.09**      REIMBURSEMENTS

(A)      **Mileage Reimbursement.** Authorized standard travel reimbursement rates are set by the Optimist International Travel Chart Policy I-18, currently at:

- (i)      \$0.29 USD per mile for US Members, or \$0.25 CAD per kilometer for Canadian Members.
- (ii)     \$20.00 per diem for overnight commercial lodging, if using the contracted/host hotel for District meetings.
- (iii)    Canadian currency conversion rates are published quarterly on the [www.optimist.org](http://www.optimist.org) website.

(B)      **Qualifications.** Members of the District Executive Committee, any District Committee Chair, and any Member of the District with the prior approval of the Governor, shall be reimbursed for expenses incurred in the execution of their offices up to the amount budgeted for their respective offices, excluding those expenses that are reimbursable by Optimist International. Travel expensed shall be computed based on the standard travel reimbursement rates set by the Optimist International Travel Chart Policy I-18.

(C)      **Key District Officers.** The Governor, District Secretary, District Treasurer, Governor-Elect, District Secretary Designate, District Treasurer Designate, and a spouse/guest of each shall not be required to pay registration fees and they shall be provided rooms without charge for attending any Pacific Northwest Optimist District Board of Directors meetings or Pacific Northwest Optimist Annual District Convention.

(D)      **District Convention Chair.** The District Convention Chair shall not be required to pay registration fees, and they shall be provided rooms without charge for attending the Pacific Northwest Optimist Annual District Convention.

(E)      **Requesting Reimbursement.** The individuals authorized in Section 8.09 must request reimbursement from the District Treasurer within 30 days of the expenses having been incurred. A properly completed and signed voucher, as well as receipts, are required for reimbursement. Unless previously approved by the Governor, any expense reimbursement request after 30 days shall not be granted.

**SECTION 8.10**      CONFLICTS OF INTEREST

The following provisions govern conflicts that may arise between the interests of any Member of the District Board of Directors or Members of the District Executive Committee and the Pacific Northwest Optimist District:



(A) **Definition.** (i) A conflict of interest with respect to a transaction effected or proposed to be effected by the District exists if a Member of the District Board of Directors, the District Executive Committee, or the District Finance Committee is known at the time of the commitment to be in a position to personally benefit financially from the transaction; or (ii) the transaction is brought before the District Executive Committee or the District Finance Committee for action, and the District Executive Committee Member or District Board of Directors Member know, at the time of the commitment, that any person has or may have control or unusual influence over a voting Member of those District Committees.

(B) **Disclosure.** If any conflict of interest arises, the District Executive Committee Member or District Board of Directors Member must disclose in writing to the District Finance Committee the existence and nature of the conflict at least 30 days prior to the transaction.

(C) **Unfaithful Transactions.** A transaction that is not made in good faith or that is not fair to the District shall be null and void and may not be authorized or approved by any persons.

## ARTICLE IX

### MISCELLANEOUS

#### SECTION 9.01 OPTIMIST INTERNATIONAL OFFICER OR REPRESENTATIVE VISITATIONS

(A) **Optimist International President or President-Elect.** The Governor-Elect shall invite the Optimist International President or President-Elect to visit the District in accordance with procedures established by Optimist International. Optimist International will make the final selection of location and date.

(B) **Optimist International Representative.** The Governor-Elect shall also invite the Optimist International Vice President, Vice President-Elect, Board Member, Board Member-Elect, or Past Optimist International Officer as the Official Representative of Optimist International.

(C) **Hosting.** The Governor shall be designated as the official host, or the Governor may designate a Past International or District Officer as the official host. All plans and arrangements for official visits shall be under direct supervision of the Governor, including the provisions of complimentary accommodations, customary courtesies, and a suitable gift or memento.

#### SECTION 9.02 GOVERNOR VISITATIONS

(A) **Visitations.** The Governor shall visit each Zone, if possible, during their administrative year. Joint Zone meetings, when feasible, are recommended for convenience and larger attendance. The Governor shall not be required or expected to visit every Club within the District. Club visitations may be limited, at the Governor's discretion, to Charter presentations for newly affiliated Clubs and to special events by Clubs to which the Governor has been invited.

(B) **Delegation and Itinerary.** The Governor may delegate or appoint an individual to appear in their place and stead on such occasions. The Lieutenant Governor, in consultation with the Governor, shall be responsible for the itinerary during the Governor's visit to the Zone.

(C) **Visitation Protocol.** When the Governor, or an official representative of the Governor, is making an official visit, it shall be the responsibility of the host Club to follow the customary courtesies recommended for the visitation of the International President. Complimentary meals and accommodations should be provided.

**SECTION 9.03**      DISTRICT OFFICER PINS

(A)      **Incoming Officers.** The District administration shall provide Officer pins for all incoming District Officers. Presentations will be made at the District Officer Installation Ceremony for the incoming Officers. The pins shall be returned to the District Secretary at the District Officer Retirement Ceremony at the Annual District Convention for presentation to the next group of incoming Officers.

(B)      **Outgoing Officers.** The District shall purchase and present Past Officers pins to the retiring Governor, retiring Lieutenant Governors, retiring Assistant Governors, retiring District Secretary, and retiring District Treasurer.

(C)      **Appropriate Insignia.** The Officer pins and Past Officer pins shall include a stone as made available through Optimist International.

**SECTION 9.04**      DISTRICT DIRECTORY

The District may publish directory information on the District website. Such information shall be password protected and its use is restricted to Optimist International business by authorized representatives of Optimist International. Directory information will not be shared with any party outside of Optimist International. The District Directory Chairman shall publish, at the earliest possible date after the beginning of the administrative year, a District Directory. The Directory shall contain the names, addresses, email addresses, and telephone numbers of all District Officers, District Committee Chairmen, Club Officers, and International Officers, as well as the dates and locations of all appropriate District and International meetings and events for the administrative year. The District Directory shall be updated throughout the year.

**SECTION 9.05**      FLAGS, CREED, AND BANNERS

The District shall display at all District meetings the appropriate national flags, District banners, and the Optimist Creed in the room in which the District business session is conducted. Clubs are also encouraged to bring and display their Club banners to all District meetings.

**SECTION 9.06**      OPTIMIST INTERNATIONAL CONVENTION REIMBURSEMENTS

(A)      **Key District Officers.** The Governor, Governor-Elect, District Secretary Designate, and District Treasurer Designate may be reimbursed for the expenses of attending the Optimist International Convention up to an amount equal to the sum of the registration fee, plus a 21 day advanced purchase round trip coach airfare, and per diem at the rate provided by the Optimist International Travel Chart Policy I-18 for District Leaders at Training Seminars, but not exceeding the budgeted amount.

(B)      **Other District Officer-Elects.** Other District Officer-Elects may be partially reimbursed for registration for the Optimist International Convention, as the budget allows.

(B)      **Verifying Attendance.** To receive this amount, each individual listed in Section 9.06 must attend and be registered at the full convention and show evidence thereof when submitting their expense voucher. Each person is encouraged to economize on airfares by early purchase.

**SECTION 9.07**      NEW CLUB CHARTER PRESENTATIONS

(A)      **Charter Presentation.** Dates and programs for the Charter presentation event of newly affiliated Clubs shall have the prior approval of the Governor. The Governor, or a representative appointed by the Governor, shall present newly affiliated Club Charters. In the event of a Charter presentation

occurring after the end of the administrative year in which the newly affiliated Club was established, the then Immediate Past Governor shall have the prerogative of presenting the Charter.

(B) **Club Banner, Bell, and Gavel.** The District shall order the Club banner for the newly affiliated Club, the cost of which shall be borne by the District. The Sponsoring Club(s) may order and pay for the bell and gavel for the newly affiliated Club they are sponsoring.

(C) **Contributions.** Member Clubs within the District may contribute to the newly affiliated Club's youth activities and community fund.

**SECTION 9.08**      DISTRICT OFFICE

The District Office, being at either the residence of the Governor, District Secretary, or District Treasurer, shall maintain all records and matters pertaining to the District administration, and shall serve as headquarters for communication and clearance of all business matters of the District.

**SECTION 9.09**      FUNDRAISING AT DISTRICT FUNCTION

(A) **Authorization.** All Clubs or Members wanting to hold fundraising activities at a District function shall notify the District Treasurer in writing at least 60 days prior to the event. The District Treasurer will consult the District Executive Committee and District Finance Committee to determine if the fundraiser would be appropriate at the District function.

(B) **Information Sharing.** This policy in no manner disallows information sharing, publicizing, or promotion of Club projects at District functions or venues. Opportunities for publicizing and promoting individual Club fundraising may be allowed in District publications and on the District website as may be deemed appropriate by the District Executive Committee and District Finance Committee.

## ARTICLE X

### AMENDMENTS

**SECTION 10.01**      HOW MADE

These District Policies may be amended by a majority vote of Accredited Delegates present and voting at an Annual District Convention, or a specially called District Convention, except for those wordings which are required by Optimist International.

**SECTION 10.02**      WHO MAY PROPOSE AND WHEN

Amendments, which may be proposed only by Clubs or District Officers, shall be received by the District Secretary at least 60 days prior to the date of the Annual District Convention. Each proposed amendment shall be accompanied by a brief explanation of the intent and purpose of the proposed amendment. The District Secretary shall send a copy of all proposed amendments and related explanations to all Members of the District Executive Committee and to the Club President and Club Secretary of each Club not later than 30 days prior to the date of the Annual District Convention. Notwithstanding the foregoing, by two-thirds (2/3) consent of the Accredited Delegates, amendments may be proposed for consideration at the Annual District Convention if submitted not less than 24 hours prior to final action thereon.

**SECTION 10.03**      EFFECTIVE DATE

Amendments or revisions of these Policies shall be effective on the first day of the administrative year next following the Annual District Convention unless otherwise specified at the time of adoption.

## **ARTICLE XI**

### INTERPRETATION

#### **SECTION 11.01**     INCENTIVES

The District Executive Committee shall have the authority from time to time to offer incentives to promote growth within the District.

#### **SECTION 11.02**     PARLIAMENTARY PROCEDURE

In the absence of specific rules, the current edition of Roberts' Rules of Order shall govern the deliberation of the Pacific Northwest Optimist District.

#### **SECTION 11.03**     LANGUAGE REFERENCE

All references to the word "Club" or "Optimist Club" shall refer to an adult Optimist Club unless otherwise specifically stated. All references to dollars shall mean U.S. dollars unless otherwise stated.

#### **SECTION 11.04**     DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Bylaws and Policies of Optimist International shall govern the construction of these District Policies. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, or otherwise, and the singular number includes the plural and the plural number includes the singular.